

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

IN RE: In re: Nellson Nutraceutical, Inc., et al.

Kelly Beaudin Stapleton, the United States)	
Trustee & the Official Committee of Unsecured)	
Creditors,)	
Appellants)	Civil Action Nos. 06-520 (GMS)
)	06-521 (GMS)
v.)	
)	
Nellson Nutraceutical, Inc., et al.)	
Appellees)	Bankruptcy Case No. 06-10072

APPELLEE'S FIRST STIPULATION AND ORDER EXTENDING TIME

WHEREAS, Appellees Nellson Nutraceutical, Inc., et al. filed their Motion to Dismiss Appeal on Mootness Grounds on June 27, 2007.

WHEREAS, Appellants Kelly Beaudin Stapleton, the United States Trustee and the Official Committee of Unsecured Creditors filed their responses to the Motion (collectively, the "Responses") on July 30, 2007.¹

WHEREAS, pursuant to Rule 8011 of the Federal Rules of Bankruptcy Procedure and D. Del. LR 7.1.2(b), Appellee's reply to the Responses is due on or before August 6, 2007 (the "Reply Deadline").

¹ By agreement of the parties and Order of the Court the Appellants received two extensions of time to file the Responses.

WHEREAS, in light of the sale process and pending litigation in the Appellee's bankruptcy cases and the issues raised in the Responses, Appellants agreed to consent to an extension of the Reply Deadline until August 15, 2007.

IT IS HEREBY STIPULATED by and between counsel to the parties and subject to approval of the Court that the Appellee Nellson Nutraceutical, Inc.'s reply to the Responses will be due on or before **August 15, 2007**, without prejudice to seek a further extension.

This Stipulation and Order may be signed in counterparts and the counterparts, when combined, shall be deemed to be one and the same documents for all intents and purposes.

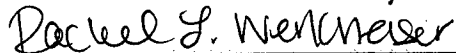
[Remainder of page intentionally left blank]

Signatures tendered by facsimile and/or e-mail may be treated as original

signatures.

Dated: July 31, 2007

**PACHULSKI STANG ZIEHL YOUNG
JONES & WEINTRAUB LLP**



Laura Davis Jones (Bar No. 2436)
Brad R. Godshall (CA Bar No. 105438)
Maxim B. Litvak (CA Bar No. 215852)
Rachel Lowy Werkheiser (Bar No. 3753)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Counsel for the Appellees,
Nellson Nutraceutical, Inc.

Dated: July 31, 2007

REED SMITH LLP



Kurt Gwynne (Bar No. 3951)
Kimberly Lawson (Bar No. 3966)
1201 N. Market Street, Suite 1500
Wilmington, DE 19801-1163
Telephone: (302) 778-7500
Facsimile: (302) 778-7575

Counsel for the Appellant, the Official
Committee of Unsecured Creditors

Dated: July __, 2007

**KELLY BEAUDIN STAPLETON
UNITED STATES TRUSTEE**

William K. Harrington (Bar No. 4051)
Trial Attorney
J. Caleb Boggs Federal Building
844 King Street, Suite 2207, Lockbox 35
Wilmington, DE 19801
Telephone: (302) 573-6491
Facsimile: (302) 573-6497

Counsel for the Appellant,
the United States Trustee

SO ORDERED, this _____ day of _____, 2007.

THE HONORABLE GREGORY M. SLEET

Signatures tendered by facsimile and/or e-mail may be treated as original

signatures.

Dated: July ____, 2007

**PACHULSKI STANG ZIEHL YOUNG
JONES & WEINTRAUB LLP**

Laura Davis Jones (Bar No. 2436)
Brad R. Godshall (CA Bar No. 105438)
Maxim B. Litvak (CA Bar No. 215852)
Rachel Lowy Werkheiser (Bar No. 3753)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Counsel for the Appellees,
Nellson Nutraceutical, Inc.

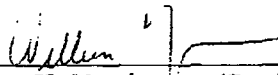
Dated: July ____, 2007

REED SMITH, LLP

Kurt Gwynne (Bar No. 3951)
Kimberly Lawson (Bar No. 3966)
1201 N. Market Street, Suite 1500
Wilmington, DE 19801-1163
Telephone: (302) 778-7550
Facsimile: (302) 778-7575

Dated: July 2__, 2007

**KELLY BEAUDIN STAPLETON
UNITED STATES TRUSTEE**


William K. Harrington (Bar No. 4051)
Trial Attorney
J. Caleb Boggs Federal Building
844 King Street, Suite 2207, Lockbox 35
Wilmington, DE 19801
Telephone: (302) 573-6491
Facsimile: (302) 573-6497

Counsel for the Appellant,
the United States Trustee

SO ORDERED, this ____ day of _____, 2007.

THE HONORABLE GREGORY M. SLEET

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In re:

NELSON NUTRACEUTICAL, INC., et al.,

Debtors.

UNITED STATES TRUSTEE AND THE
OFFICIAL COMMITTEE OF UNSECURED
CREDITORS,

Appellants,

v.

NELSON NUTRACEUTICAL, INC., et al.,

Appellees.

Civil Action No. 06-520 (GMS)

Civil Action No. 06-521 (GMS)

Bankruptcy Case No. 06-10072 (CSS)

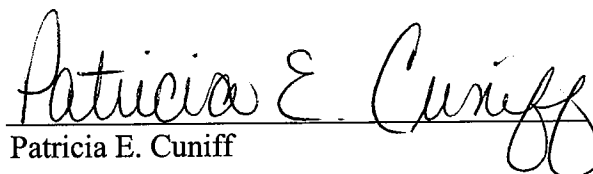
Appeal No. 06-45

AFFIDAVIT OF SERVICE

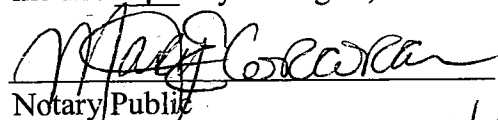
STATE OF DELAWARE)
)SS:
COUNTY OF NEW CASTLE)

Patricia E. Cuniff, being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski Stang Ziehl Young Jones & Weintraub LLP, counsel for the Appellees, in the above-captioned action, and that on the 1st day of August, 2007, she caused a copy of the following document(s) to be served upon the attached service list(s) in the manner indicated:

Appellee's First Stipulation and Order Extending Time.


Patricia E. Cuniff

Sworn to and subscribed before
me this 1st day of August, 2007


Notary Public

My Commission Expires: 11/4/07

MARY E. CORCORAN
Notary Public
State of Delaware
My Commission Expires Nov. 4, 2007

Nellson Nutraceutical, Inc. Appeal Service

List

Case No. 06-10072 (CSS)

Document No. 120478

02 – Interoffice Delivery

06 – Hand Delivery

05 – First Class Mail

(Counsel to the Debtors)

Laura Davis Jones, Esquire

Rachel Lowy Werkheiser, Esquire

Pachulski Stang Ziehl Young Jones &

Weintraub LLP

919 North Market Street, 17th Floor

P.O. Box 8705

Wilmington, DE 19899-8705

Interoffice Mail

(Counsel to the Debtors)

Maxim B. Litvak, Esquire

Pachulski Stang Ziehl Young Jones &

Weintraub LLP

150 California Street, 15th Floor

San Francisco, CA 94111

Interoffice Mail

(Counsel to the Debtors)

Richard M. Pachulski, Esquire

Brad R. Godshall, Esquire

Pachulski Stang Ziehl Young Jones &

Weintraub LLP

10100 Santa Monica Boulevard, Suite 1100

Los Angeles, CA 90067

Hand Delivery

(United States Trustee)

William Harrington, Esquire

Office of the United States Trustee

J. Caleb Boggs Federal Building

844 N. King Street, Suite 2207

Lockbox 35

Wilmington, DE 19801

Hand Delivery

(Mediator)

J. Richard Tucker, Esquire

Maron Marvel Bradley & Anderson, P.A.

1201 N. Market Street, Suite 900

Wilmington, DE 19801

Hand Delivery

(Counsel to Fremont Investors VII, LLC)

Mark D. Collins, Esquire

Richards Layton & Finger

One Rodney Square

920 North King Street

Wilmington, DE 19801

Hand Delivery

(Counsel to Informal Committee of First Lien Lenders)

Robert S. Brady, Esquire

Young Conaway Stargatt & Taylor LLP

The Brandywine Building

1000 West Street, 17th Floor

Wilmington, DE 19801

Hand Delivery

(Counsel to UBS)

Richard W. Riley, Esquire

Duane Morris LLP

1100 North Market Street, Suite 1200

Wilmington, DE 19801

Hand Delivery

(Counsel to the Official Committee of Unsecured Creditors)

Kurt F. Gwynne, Esquire

Reed Smith LLP

1201 Market Street, Suite 1500

Wilmington, DE 19801

First Class Mail

(Counsel to UBS)

James J. Holman, Esquire

Duane Morris LLP

30 South 17th Street

Philadelphia, PA

First Class Mail

(Counsel to UBS)

Gregory A. Bray, Esquire

Thomas R. Kreller, Esquire

Milbank, Tweed, Hadley & McCloy LLP

601 South Figueroa Street, 30th Floor

Los Angeles, CA 90017

First Class Mail

(Counsel to Fremont Investors VII, LLC)
Suzanne Uhland, Esquire
O'Melveny & Myers LLP
Embarcadero Center West
275 Battery Street
San Francisco, CA 94111-3305

First Class Mail

(Counsel to the Ad Hoc Committee of First
Lien Lenders)
Fred Hodara, Esquire
Akin Gump Strauss Hauer & Feld LLP
590 Madison Avenue
New York, NY 10022

First Class Mail

(Counsel to the Official Committee of
Unsecured Creditors)
Claudia Springer, Esquire
Reed Smith LLP
2500 One Liberty Place
1650 Market Street
Philadelphia, PA 19103